

EXHIBIT B
Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

**ORDER GRANTING TRUSTEE'S MOTION TO RETAIN
UGGC & ASSOCIÉS AS SPECIAL COUNSEL
NUNC PRO TUNC AS OF FEBRUARY 14, 2011**

Upon the motion (the "Motion") of Irving H. Picard (the "Trustee"), as trustee for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC and the estate of Bernard L. Madoff, for authority to retain UGGC & Associés as special counsel, *nunc pro tunc* as of February 14, 2011, and due and proper notice having been given under the circumstances of this case, and the Securities Investor Protection Corporation having consented to the proposed retention of UGGC & Associés as special counsel, and after due deliberation,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Court finds that UGGC & Associés is hereby deemed disinterested under 15

U.S.C. § 78eee(b)(6)(B).

3. The Trustee is authorized to retain UGGC & Associés as special counsel to the Trustee as provided in the Motion, *nunc pro tunc*, as of February 14, 2011.

Dated: New York, New York
_____, 2011

HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE